



THE UNITED STATES  
CORPORATION  
COMPANY

209045

ACCOUNT NO. : 072100000032

REFERENCE : 513793 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 29, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 513793-020

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq  
Robert E. Aylward, Esq  
Suite 2425  
100 North Tampa Street  
Tampa, FL 33602

200002286942--2  
-09/08/97--01080--012  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

97 AUG 29 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: THE KRAUSS GROUP, INC.

EFFECTIVE DATE:

200002286942--2  
-09/08/97--01080--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

AMK  
9/12

97 AUG 30 PM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
THE KRAUSS GROUP, INC.**

**I.**

The name of the corporation is The Krauss Group, Inc.

**II.**

Effective the date hereof, Article X of the Articles of Incorporation of The Krauss Group, Inc. is amended to read as follows:

"Article X. The corporation has authority to issue not more than 1,000 shares of no par value common stock together having unlimited voting rights and together entitled to receive the net assets of the corporation upon dissolution."

All other provisions of the Articles of Incorporation shall remain in full force and effect.

**III.**

The number of votes cast in favor of the foregoing amendment by the sole shareholder was sufficient for approval.

**IV.**

The foregoing amendment was adopted by the sole shareholder of the corporation on the 14<sup>th</sup> day of Aug., 1997.

FILED  
97 AUG 29 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 14 day of Aug, 1997.

(CORPORATE SEAL)

THE KRAUSS GROUP, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

ATTEST:

By: Charlene D. Moore  
Charlene D. Moore, Secretary

209045

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TAMPA WEST INDUSTRIAL PARK, INC., a Florida corporation, document  
number 391987

INTO

THE KRAUSS GROUP, INC., a Florida corporation, 209045

File date: August 29, 1997, effective September 1, 1997

Corporate Specialist: Karen Gibson

209045



ACCOUNT NO. : 072100000032

REFERENCE : 513793 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 29, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 513793-010

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq  
Robert E. Aylward, Esq  
Suite 2425  
100 North Tampa Street  
Tampa, FL 33602

EFFECTIVE DATE  
9-1-97

500002281205--6

-08/29/97--01079--006

\*\*\*\*\*52.50 \*\*\*\*\*52.50

500002281205--6

-08/29/97--01079--007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

ARTICLES OF MERGER

TAMPA WEST INDUSTRIAL PARK,  
INC.

INTO

THE KRAUSS GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 AUG 29 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 29 PM 11:34  
OFFICE OF CLERK OF CIRCUIT COURT

Mergers  
9/2

**ARTICLES OF MERGER  
OF  
TAMPA WEST INDUSTRIAL PARK, INC.  
WITH AND INTO  
THE KRAUSS GROUP, INC.**

**FILED**  
97 AUG 29 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Agreement and Plan of Merger attached to these Articles, as Exhibit "A" and incorporated by this reference, was unanimously approved by the Board of Directors of Tampa West Industrial Park, Inc. ("Tampa West"), a Florida corporation, and the Board of Directors of The Krauss Group, Inc. ("KGI"), a Florida corporation. The corporations named above are sometimes hereinafter referred to as the "Constituent Corporations."

**I.**

**EFFECTIVE DATE**  
9-1-97

The Surviving Corporation shall be KGI, its name shall remain "The Krauss Group, Inc." and it shall be governed by the laws of the State of Florida.

**II.**

The Agreement and Plan of Merger was unanimously approved by the shareholders and Board of Directors of Tampa West on Aug 14, 1997. The Agreement and Plan of Merger was unanimously approved by the sole shareholder and Board of Directors of KGI on Aug 14, 1997.

**III.**

The merger shall be effective and shall have been consummated by operation of law without further act or deed upon the part of the Constituent Corporations as of 12:01 a.m. on September 1, 1997; and the term "Merger Date," as used herein, shall mean such date and time.

IV.

As provided in the Agreement and Plan of Merger, all of the stock of Tampa West will be exchanged for stock in KGI.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed and sealed by its duly authorized officers, this 14th day of Aug, 1997.

(CORPORATE SEAL)

TAMPA WEST INDUSTRIAL PARK, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Mary E. Slatter  
Mary E. Slatter, Secretary

(CORPORATE SEAL)

THE KRAUSS GROUP, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Charlene D. Moore  
Charlene D. Moore, Secretary

REF: T:\CAG\CVB\452700\WEST.MER



**AGREEMENT AND PLAN OF MERGER  
OF  
TAMPA WEST INDUSTRIAL PARK, INC.  
WITH AND INTO  
THE KRAUSS GROUP, INC.**

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement and Plan of Merger") is entered into between Tampa West Industrial Park, Inc. ("Tampa West") and The Krauss Group, Inc. ("KGI"), both of which are Florida corporations and which are hereinafter sometimes called the "Constituent Corporations";

**WHEREAS**, Tampa West is a corporation existing under the Florida Business Corporation Act;

**WHEREAS**, KGI is a corporation existing under the Florida Business Corporation Act; and

**WHEREAS**, the Boards of Directors of Tampa West and KGI, respectively, deem it advisable and in the best interest of their respective corporations and the stockholders of such corporations that Tampa West merge with and into KGI, with KGI to be the surviving corporation and to continue its corporate existence as a result of such merger pursuant to the laws of the State of Florida (which merger is hereinafter sometimes called the "Merger").

**NOW, THEREFORE**, the Constituent Corporations agree, each with the other, to merge pursuant to the laws of the State of Florida into a single surviving corporation, which shall be KGI; and the Constituent Corporations hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect, and the manner and basis of converting the shares of the Constituent Corporations, as follows:

1.

**MERGER**

On the Merger Date (as hereinafter defined), Tampa West shall be merged with and into KGI. KGI shall be the surviving corporation (the "Surviving Corporation") and the separate existence of Tampa West shall cease. The Surviving Corporation shall continue its existence under Florida law and its name shall remain "The Krauss Group, Inc." The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and each and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each

of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of them may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

2.

### **ARTICLES OF INCORPORATION**

The Articles of Incorporation of KGI in effect immediately prior to the Merger Date shall continue to be the Articles of Incorporation of the Surviving Corporation after the Merger Date.

3.

### **BYLAWS**

The bylaws of KGI in effect immediately prior to the Merger Date shall continue to be the bylaws of the Surviving Corporation after the Merger Date until amended or repealed in the manner provided by such bylaws and the Florida Business Corporation Act.

4.

### **OFFICERS AND DIRECTORS**

The officers and directors of KGI holding office immediately prior to the Merger Date shall continue to be the respective officers and directors of the Surviving Corporation after the Merger Date, holding office in accordance with the Articles of Incorporation and bylaws of the Surviving Corporation.

5.

### **MANNER AND BASIS OF CONVERTING SHARES**

The manner and basis of converting the shares of each of the Constituent Corporations shall be as follows:

(a) Upon the Merger Date, each of the then outstanding shares of common stock of KGI shall remain outstanding as a fully paid and non-assessable share of common stock of KGI.

(b) Upon the Merger Date, each outstanding share of common stock of Tampa West shall be canceled and retired and all certificates representing such shares shall be surrendered to the Surviving Corporation for indication of such cancellation and the sole shareholder shall receive .14 fully paid and non-assessable shares of KGI common stock.

6.

**MERGER PROCEDURE**

Following approval of this Agreement and Plan of Merger by the Boards of Directors and sole shareholder of each of the Constituent Corporations, the Constituent Corporations shall present appropriate Articles of Merger or this Agreement to the Secretary of State of Florida in the manner provided in the Florida Business Corporation Act, and the officers of each of the Constituent Corporations, both prior to and after the Merger Date, shall execute all documents and shall take all actions necessary or advisable to consummate the Merger and to cause this Agreement and Plan of Merger to be carried out in accordance with its terms.

7.

**EFFECTIVE TIME OF MERGER**

The Merger shall be effective and shall have been consummated by operation of law without further act or deed upon the part of the Constituent Corporations as of 12:01 a.m. on September 1, 1997; and the term "Merger Date," as used herein, shall mean such date and time.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the merging corporations has caused the Agreement and Plan of Merger to be executed and sealed by its duly authorized officers, this 14<sup>th</sup> day of Aug, 1997.

(CORPORATE SEAL)

TAMPA WEST INDUSTRIAL PARK, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Mary E. Slatter  
Mary E. Slatter, Secretary

(CORPORATE SEAL)

THE KRAUSS GROUP, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Charlene D. Moore  
Charlene D. Moore, Secretary

REF: T:\CAG\CVB\452700\PLAN OF MER

209045

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TAMPA EAST, INC., a Florida corporation, document number 314924

INTO

THE KRAUSS GROUP, INC., a Florida corporation, 209045

File date: August 29, 1997, effective September 1, 1997

Corporate Specialist: Karen Gibson



THE UNITED STATES  
CORPORATION  
COMPANY

209045

ACCOUNT NO. : 07210000032

REFERENCE : 513793 81386A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : August 29, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 513793-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq  
Robert E. Aylward, Esq  
Suite 2425  
100 North Tampa Street  
Tampa, FL 33602

600002281196--6  
-08/29/97--01079--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

600002281196--6  
-08/29/97--01079--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

ARTICLES OF MERGER

TAMPA EAST, INC.

INTO

THE KRAUSS GROUP, INC.

EFFECTIVE DATE  
9-1-97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

*[Handwritten signature]*  
*[Handwritten initials]*  
9-2

FILED  
97 AUG 29 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 29 PM 11:59  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
OF  
TAMPA EAST, INC.  
WITH AND INTO  
THE KRAUSS GROUP, INC.

FILED

97 AUG 29 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Agreement and Plan of Merger attached to these Articles, as Exhibit "A" and incorporated by this reference, was unanimously approved by the Board of Directors of Tampa East, Inc. ("Tampa East"), a Florida corporation, and the Board of Directors of The Krauss Group, Inc. ("KGI"), a Florida corporation. The corporations named above are sometimes hereinafter referred to as the "Constituent Corporations."

EFFECTIVE DATE  
9-1-97

I.

The Surviving Corporation shall be KGI, its name shall remain "The Krauss Group, Inc." and it shall be governed by the laws of the State of Florida.

II.

The Agreement and Plan of Merger was unanimously approved by the shareholders and Board of Directors of Tampa East on Aug 14, 1997. The Agreement and Plan of Merger was unanimously approved by the sole shareholder and Board of Directors of KGI on Aug 14, 1997.

III.

The merger shall be effective and shall have been consummated by operation of law without further act or deed upon the part of the Constituent Corporations as of 12:01 a.m. on September 1, 1997; and the term "Merger Date," as used herein, shall mean such date and time.

IV.

As provided in the Agreement and Plan of Merger, all of the stock of Tampa East will be exchanged for stock in KGI.

[SIGNATURES ON THE FOLLOWING PAGE]



IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed and sealed by its duly authorized officers, this 14<sup>th</sup> day of August, 1997.

(CORPORATE SEAL)

TAMPA EAST, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Virginia R. Miller  
Virginia R. Miller, Secretary

(CORPORATE SEAL)

THE KRAUSS GROUP, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Charlene D. Moore  
Charlene D. Moore, Secretary

REF:TACAG/CVB\452700\EAST.MER

**AGREEMENT AND PLAN OF MERGER  
OF  
TAMPA EAST, INC.  
WITH AND INTO  
THE KRAUSS GROUP, INC.**

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement and Plan of Merger") is entered into between Tampa East, Inc. ("Tampa East") and The Krauss Group, Inc. ("KGI"), both of which are Florida corporations and which are hereinafter sometimes called the "Constituent Corporations";

**WHEREAS**, Tampa East is a corporation existing under the Florida Business Corporation Act;

**WHEREAS**, KGI is a corporation existing under the Florida Business Corporation Act; and

**WHEREAS**, the Boards of Directors of Tampa East and KGI, respectively, deem it advisable and in the best interest of their respective corporations and the stockholders of such corporations that Tampa East merge with and into KGI, with KGI to be the surviving corporation and to continue its corporate existence as a result of such merger pursuant to the laws of the State of Florida (which merger is hereinafter sometimes called the "Merger").

**NOW, THEREFORE**, the Constituent Corporations agree, each with the other, to merge pursuant to the laws of the State of Florida into a single surviving corporation, which shall be KGI; and the Constituent Corporations hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect, and the manner and basis of converting the shares of the Constituent Corporations, as follows:

1.

**MERGER**

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of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of them may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

2.

### **ARTICLES OF INCORPORATION**

The Articles of Incorporation of KGI in effect immediately prior to the Merger Date shall continue to be the Articles of Incorporation of the Surviving Corporation after the Merger Date.

3.

### **BYLAWS**

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5.

### **MANNER AND BASIS OF CONVERTING SHARES**

The manner and basis of converting the shares of each of the Constituent Corporations shall be as follows:

(a) Upon the Merger Date, each of the then outstanding shares of common stock of KGI shall remain outstanding as a fully paid and non-assessable share of common stock of KGI.

(b) Upon the Merger Date, each outstanding share of common stock of Tampa East shall be canceled and retired and all certificates representing such shares shall be surrendered to the Surviving Corporation for indication of such cancellation. The shareholders of Tampa East, other than KGI, shall receive .6728 fully paid and non-assessable shares of KGI common stock per share of Tampa East common stock surrendered.

6.

**MERGER PROCEDURE**

Following approval of this Agreement and Plan of Merger by the Boards of Directors and shareholders of each of the Constituent Corporations, the Constituent Corporations shall present appropriate Articles of Merger or this Agreement to the Secretary of State of Florida in the manner provided in the Florida Business Corporation Act, and the officers of each of the Constituent Corporations, both prior to and after the Merger Date, shall execute all documents and shall take all actions necessary or advisable to consummate the Merger and to cause this Agreement and Plan of Merger to be carried out in accordance with its terms.

7.

**EFFECTIVE TIME OF MERGER**

The Merger shall be effective and shall have been consummated by operation of law without further act or deed upon the part of the Constituent Corporations as of 12:01 a.m. on September 1, 1997; and the term "Merger Date," as used herein, shall mean such date and time.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the merging corporations has caused this Agreement and Plan of Merger to be executed and sealed by its duly authorized officers, this 14<sup>th</sup> day of AUG, 1997.

(CORPORATE SEAL)

TAMPA EAST, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Virginia R. Miller  
Virginia R. Miller, Secretary

(CORPORATE SEAL)

THE KRAUSS GROUP, INC.

By: Elmer J. Krauss  
Elmer J. Krauss, President

Attest:

By: Charlene D. Moore  
Charlene D. Moore, Secretary

REF:TCAG/CVB/MS2700/PLANOP.MR2